

# THE COMMONWEALTH PLAN, INC.

2655 CAMPUS DRIVE, SAN MATEO, CALIFORNIA 94403

EXECUTIVE OFFICES

ARLA CODE 415  
573-1200

October 3, 1989

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INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423

Attention: Ms. Mildred Lee, Room 2303

Re: Railroad Equipment Leasing Agreement, dated as of January 2, 1979, by and between The Commonwealth Plan, Inc. and Southern Pacific Transportation Company.

Dear Ms. Lee:

Please find enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the following documents:

1. Three fully executed and notarized originals of a Bill of Sale, dated as September 6, 1989, by and between The Commonwealth Plan, Inc., as Seller, and Southern Pacific Transportation Company, as Buyer, relating to eight 70-ton Ballast Cars BLCX 1085-1092.
2. Three fully executed and notarized originals of a Bill of Sale, dated as of September 28, 1989, by and between The Commonwealth Plan, Inc., as Seller, and Southern Pacific Transportation Company, as Buyer, relating to three 70-ton Ballast Cars BLCX 1095, 1095 and 1099.

In connection with the recording of the above referenced documents, please note the following information:

1. Name and address of Seller/Lessor: The Commonwealth Plan, Inc., 2655 Campus Drive, Suite 200, San Mateo, California 94403.
2. Name and address of Buyer/Lessee: Southern Pacific Transportation Company, One Market Plaza, San Francisco, California 94105.
3. Name and address of Bank/Mortgagee: The First National Bank of Boston, 100 Federal Street, Boston, Massachusetts 02106.

Ms. Mildred Lee  
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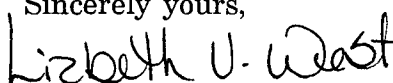
4. Previous filings with the Interstate Commerce Commission covering the Equipment:

<u>Document</u>	<u>Recordation Date</u>	<u>Recordation Number</u>
Mortgage, dated as of January 2, 1979, by and between The First National Bank of Boston, as mortgagee and The Commonwealth Plan, Inc., as mortgagor.	5/10/79	10364
Railroad Equipment Leasing Agreement, dated as of January 2, 1979, by and between The Commonwealth Plan, Inc., as lessor and Southern Pacific Transportation Company, as lessee.	5/10/79	10364-A
Assignment, dated as of January 2, 1979, assigning the Railroad Equipment Leasing Agreement, dated as of January 2, 1979, by and between The Commonwealth Plan, Inc., as lessor and Southern Pacific Transportation Company, as lessee, from The Commonwealth Plan, Inc. to The First National Bank of Boston.	5/10/79	10364-B
Rider No. 1, dated as of August 31, 1979, amending the Railroad Equipment Leasing Agreement, dated as of January 2, 1979, by and between The Commonwealth Plan, Inc., as lessor, and Southern Pacific Transportation Company, as lessee.	10/17/79	10364-C

Enclosed is our check in the amount of \$26.00 to record the enclosed documents. Following proper recording of these documents, please return two fully endorsed copies to us in the enclosed self-addressed stamped envelope.

If you have any questions regarding the enclosed documents, please feel free to contact me.

Thank you for your assistance in this matter.

Sincerely yours,  
  
Lizbeth V. West  
Paralegal

lvw;2  
Enclosure  
cc: William D. Sewall, Esq.  
Curt A. Schultz, Esq.

BILL OF SALE

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INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS;

That The Commonwealth Plan, Inc., a Massachusetts corporation (hereinafter called "Seller"), in consideration of the sum of twelve thousand dollars (\$12,000), the receipt whereof is hereby acknowledged, in hand paid by Southern Pacific Transportation Company, (hereinafter called "Buyer"), does hereby GRANT, BARGAIN, SELL, CONVEY, TRANSFER AND DELIVER unto Buyer on an as-is, where-is basis, without warranties of any kind whatsoever, all of its right, title and interest in the following described equipment:

three 70-ton ballast cars numbered BLCX 1095, 1096 and 1099

TO HAVE AND TO HOLD the said equipment unto the Buyer, its successors and assigns forever.  
IN WITNESS WHEREOF Seller has caused these presents to be executed by its duly authorized officer, and its corporate seal to be affixed this 28th day of September, 1989

The Commonwealth Plan, Inc., Seller

By

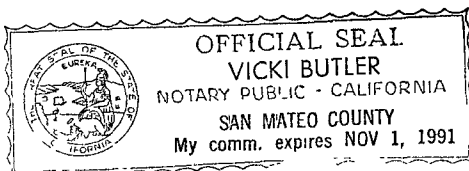
*William D Sewall*  
Senior Vice President

ACKNOWLEDGEMENT

STATE OF CALIFORNIA)  
COUNTY OF SAN MATEO) ss:

BEFORE ME, on this day personally appeared William D Sewall, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as the act and deed of the Seller for the purposes and consideration therein expressed.

WITNESS MY HAND AND SEAL this 28th day of September, 1989.



*Vicki Butler*

Notary Public

My Commission Expires: NOV 1, 1991